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Enlightened Corporate Governance[®] Performance Evaluation Program



www.xceo.net

Enlightened Corporate Governance[®] Board Performance Evaluation Program

The XCEO Enlightened Corporate Governance Board Evaluation Program introduces a whole new approach to board performance evaluation. By pairing a thoughtful, creative evaluation process with complete anonymity, our exercises provide the data your board needs to succeed without compromising security or confidentiality.

All of the exercises are fully automated and integrated into a rich online system via our cutting-edge portal: BoardPortal PLUS[®]. This environment provides directors with the opportunity to assess their performance and share their results as they choose fit.

Whether for board-initiated or director-initiated assessments, our evaluations are derived from a boardroom perspective. Uniquely thought provoking, the questions we ask provide an unparalleled level of self-assessment while not compromising efficiency.

By visualizing your data through the use of interactive graphs, we provide an entirely new perspective to gauge and evaluate director performance. Furthermore, our service benchmarks your results against historical industry data, allowing your board to maximize efficacy by comparing themselves to leaders in the field.

Our Enlightened Corporate Governance[®] Board Performance Evaluation Program was built by directors for directors and we believe the value of our product lies in the source of its development: years of personal boardroom experience. Our team continues to update and optimize our products to assist our clients in solving the complex issues associated with corporate governance in the modern world. We look forward to answering any questions you have about our diverse range of services.

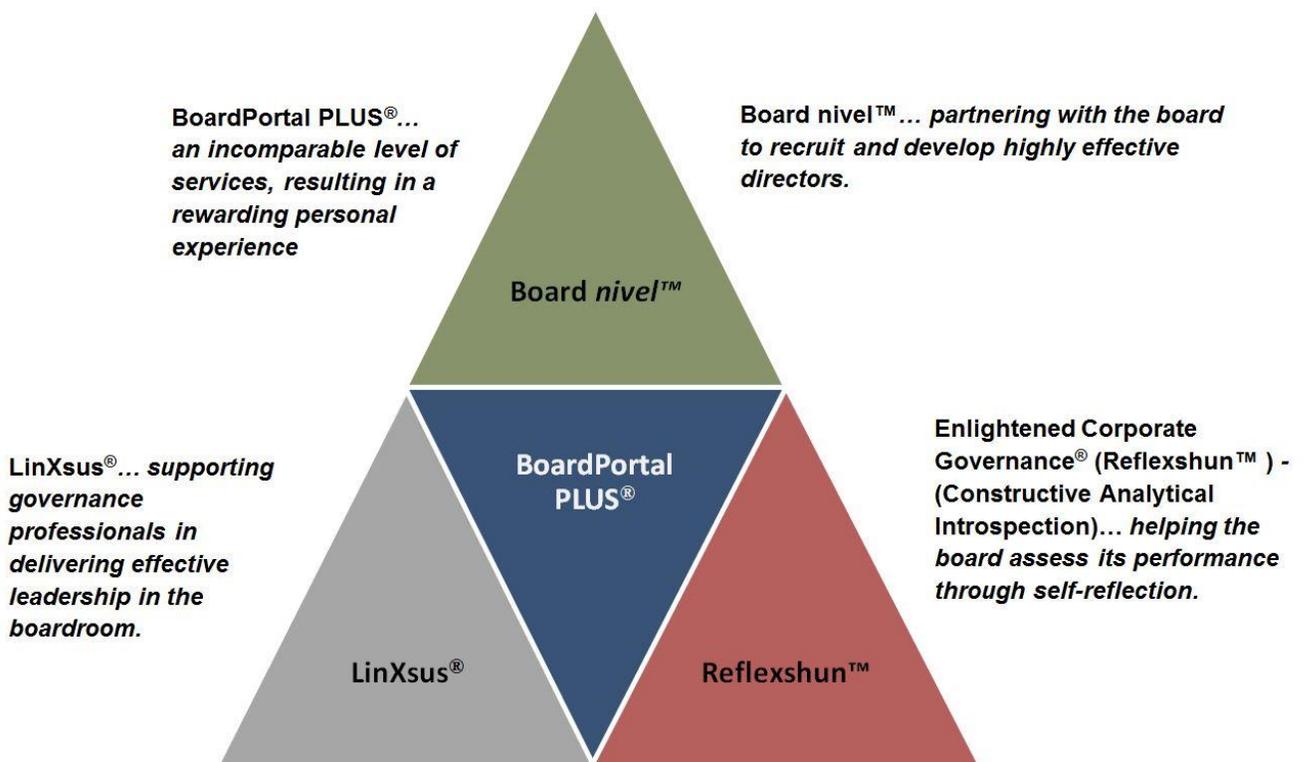
Good luck in your journey.
Curtis J. Crawford, Ph.D.





Board Point

By redefining the relationship between the board of directors and its service providers, XCEO delivers an integrated set of products, services and processes, designed to far exceed director expectations.



The Enlightened Corporate Governance (ECG)... Board Performance Evaluation Program leverages our partnerships with boards in other key governance areas so that we can provide the most cutting-edge assessments available. Because we provide solutions on a wide-range of board challenges, we can provide more effective products and services to suit any boards' needs.



For Directors, By Directors

Curtis J. Crawford, Ph.D.
President and CEO



Dr. Crawford's is a long-serving director on public company boards such as DuPont, ITT and currently, ON Semiconductor, The Chemours Company and Xylem, Inc.

Dr. Crawford brings more than 30 years of experience as Chairman of the Board and Chairman of the Corporate Governance and Nominating Committee. He has been an effective contributor within many industries, public and private companies, navigating a wide-range of board challenges and successes. A former CEO and experienced executive, Dr. Crawford is a noted expert in the field of corporate governance.

In 2011, Dr. Crawford was awarded the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for his meaningful impact in the boardroom.

Dr. Crawford is the author of *Compliance & Conviction: The Evolution of Enlightened Corporate Governance*.

Experience Drives Our Business

- ✓ This easy to use, secure platform was created by directors like Dr. Crawford, General Counsel and Corporate Secretaries
- ✓ Only those within the boardroom truly understand what questions will help the board increase its effectiveness
- ✓ Leverage the experience of governance partners who can help you not only meet your requirements, but create an effective plan for enhanced governance

Michelle Ronco, MBA
Chief Marketing Officer



Ms. Ronco is the Chief Marketing Officer at XCEO, Inc. A partner at XCEO for over 13 years, she is able to bring a wealth of experience to each board.

A noted authority of governance and leadership development, Ms. Ronco is responsible for the continuing development, oversight and execution of XCEO's board succession, board effectiveness, director support services and BoardPortal PLUS® offerings. Ms. Ronco is a principal in serving clients by delivering world-class consultative services, products and training.



Enlightened Corporate Governance[®] Overview

Whether your board, committee and CEO assessments are required or voluntary, we have developed a comprehensive, secure, cost-effective and efficient way to evaluate every aspect of your board's performance.

What We Offer

- Variations of customizable service from hands-off to complete access consulting
- Full and total control of director evaluations: you choose the questions to include and you choose when the evaluation is initiated and how long directors have to complete it
- Convenient Automation: reminders and alerts are fully automated to save as much time as possible.
- Three unique post evaluation reports to share with your board and the ability to compare your results against industry data.

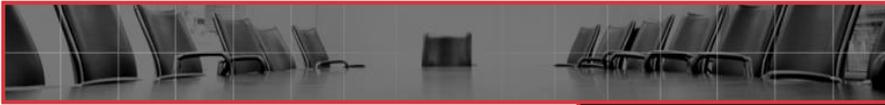
What Makes XCEO Different

- Your security is our priority: all evaluations are accessed through our secure BoardPortal and XCEO never sees the results unless you want us to.
- We offer over 30 different evaluations and score them on a scale unique to XCEO: Standard, Traditional and Enlightened.
- XCEO has years of experience working with boards and is willing to customize the evaluation process to meet your needs.



The Enlightened Corporate Governance® Board Performance Evaluation Programs are enhanced by our comprehensive and exclusive content. Below is a summary of the core products available in each program offering.

Evaluation	Board Suite
Enlightened Corporate Governance® (ECG) Board	Directors may be invited, along with their peers, to complete the ECG Board exercise. Assess the board's current performance and determine its desired future performance.
Individual Director Performance™ (IDP) Peer-to-Peer	The IDP Peer-to-Peer evaluation allows the board to solicit, on behalf of the directors, specific feedback regarding the collective board's assessment of each individual director's performance.
Board CEO Operating Performance Evaluation™ (OPE)	The Board CEO OPE allows directors to evaluate the CEO's operating performance. The results of this exercise may be aggregated and presented to the CEO in order for him or her to compare these results to his or her own personal assessment of the same questions/statements.
Committee Evaluations	Each board committee may assess its own performance. The entire board may also evaluate each committee. The committee may then elect to compare the results from its own evaluation against the board's evaluation of the committee.
Evaluation	Director Suite
Enlightened Corporate Governance® (ECG) Board	The ECG exercise allows a director to assess his or her individual evaluation of the board's performance in the current or future state. The ECG may be used repeatedly in order to track changes in performance. Current and future assessment results may be overlaid and analyzed to measure performance differences.
Individual Director Performance™ (IDP) Profile	The IDP allows each director to evaluate his or her personal boardroom attitude and contribution in the current or future state. The IDP may be used repeatedly in order to track changes in performance. The results are available only to the director unless he or she elects to share the results.
Individual Director Performance™ (IDP) 360° directorSPHERE™	The IDP 360° directorSPHERE™ allows each director to invite other directors (from a current or recent board) and/or the senior leadership team to provide feedback by collectively assessing his or her performance. The results are only made available to the initiating director. As the questions are the same, the director may then compare the directorSPHERE™ results to his or her IDP assessment results.
CEO Leadership Performance Evaluation™ (LPE), CEO directorSPHERE™ & CEO Operating Performance Evaluation™ (OPE)	The CEO may evaluate his or her personal leadership performance through the CEO LPE. This exercise may be used repeatedly to monitor changes and the results are only available to the CEO. The CEO can then initiate a directorSPHERE™ inviting the board, executive team, etc., to evaluate his or her performance. Finally, the CEO can evaluate his or her operating performance and compare the outcome to the aggregate of the Board CEO OPE (described above) results.

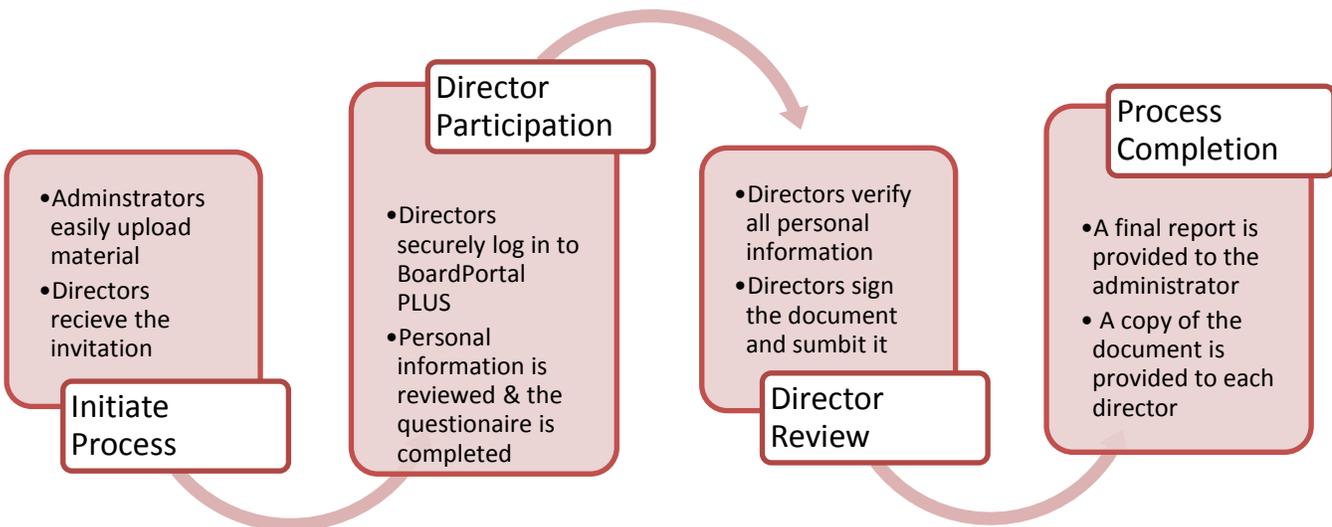


Directors & Officers IQ Review

We are committed to being a partner to our clients by delivering outstanding and comprehensive governance solutions to common board challenges.

One of the major responsibilities of the board and its support team is to establish whether directors meet the requirements for independence. This is a critical but consuming task, which is why XCEO has established a simple way to securely complete the D&O process via our comprehensive portal, BoardPortal PLUS™. The *Directors & Officers IQ Review* is another valuable resource for the board and the senior leadership team.

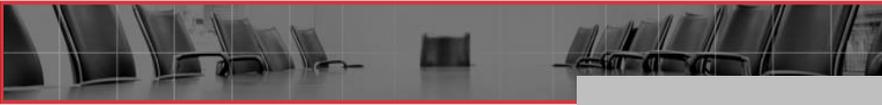
How it works: The Directors & Officers IQ Review is integrated into the Board Chamber and Enlightened Governance areas of BoardPortal PLUS. Administrators can bypass the arduous task of compiling, printing and sending out lengthy documentation, and instead, employ a secure and easy experience for the board.



Features:

- Electronic signatures and director approvals
- Use your own questionnaire or an XCEO template
- Launch the questionnaire with the click of a button
- Directors can save and complete the form later
- Print, save or easily share completed documents and reports
- Receive director completion notifications
- Upload unique documents for each director
- Send automated invitations and reminders
- Add supplementary information to each question
- Enjoy 24/7, personalized support via the XCEO support team

We are proud to offer this valuable service as part of our comprehensive Enlightened Governance and Board Chamber offerings.



Enlightened Corporate Governance[®] Standard Consulting

Standard Consulting: The Basics

- Standard Consulting comes in three service levels: Silver (three month duration), Gold (six month duration) and Gold Plus (one year duration).
- Each service level has access to advance consulting hours, but with differing totals: Silver Program: 8 hours; Gold Program: 16 hours; Gold Plus Program: 32 hours.
- Access to our advanced portal, BoardPortal PLUS[®], and its suite of secure communication tools is included with the standard consulting service.
- A partnership with XCEO: we will do whatever it takes to ensure you maximize the potential of our ECG program.

Standard Consulting: Additional Features

- Cutting-edge leadership analysis tools that allow you to analyze the performance of your company's auditors, compensation consultant, individual directors and executives.
- Advanced Director Evaluations help your directors excel and define their role on the board through the use of Extreme Personal Leadership (XPL) tools and evaluations.
- Access to our advanced Board Risk Profile (BRP) and Individual Risk Profile (IRP) allow directors and the board as a whole understand how they contribute to mitigating risk for your company.
- Access to XCEO publications and insights.

Standard Consulting: Investment

- Our fees are based on three factors. They are: 1.) Number of board members; 2.) Usage cycles available; and 3.) The term of the license. Silver Program: \$9,450.00; Gold Program: \$13,500.00; Gold Plus Program: \$17,550.00.



Enlightened Corporate Governance[®] Advanced Consulting

Advanced Consulting: The Basics

- Service provides unlimited access to the evaluation features for your board, the individual directors and your executive level management.
- Unlimited Advanced consulting hours are provided as needed for each of the program options described above.
- Access to our advanced portal, BoardPortal PLUS[®], and its suite of secure communication tools is included with the advanced consulting service.
- A partnership with XCEO: we will do whatever it takes to ensure you maximize the potential of our ECG program.

Advanced Consulting: Additional Features

- Cutting-edge leadership analysis tools that allow you to analyze the performance of your upper-level assets.
- Evaluations of internal and external auditors to measure to effectiveness and quality of the service you're receiving.
- Compensation Consultant Evaluations to better understand the efficacy of your board's compensation consultant.
- Advanced Director Evaluations help your directors excel and define their role on the board through the use of Extreme Personal Leadership (XPL) tools and Board Attributes, Skills and Experience (BASE) recognition.
- Access to our advanced Board Risk Profile (BRP) and Individual Risk Profile (IRP) allow directors and the board as a whole understand how they contribute to mitigating risk for your company.
- Access to XCEO publications and insights.

Advanced Consulting: Investment

- Our fees are based on three factors. They are: 1.) Number of board members; 2.) Usage cycles available; and 3.) The term of the license. Silver Program: \$14,850.00; Gold Program: \$21,600.00; Gold Plus Program: \$28,350.00.



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ECG[®] Program Options

The Enlightened Corporate Governance[®] Board Performance Evaluation Program includes four distinct program options. For Standard Consulting and Advanced Consulting, Silver, Gold, and Gold Plus program options are designed to offer flexibility to our clients.

D&O Package	1 year	\$3,000
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Standard Consulting Packages	Silver	Gold	Gold Plus
Number of Directors	5 - 7	8 - 11	12 - 18
Program Length	1 year	1 year	1 year
Standard Consulting	12 hours	16 hours	24 hours
Price	\$9,450	\$13,500	\$17,550

Director Initiated Exercises

- Individual Director Profile[®] (IDP)*
- IDP[®] directorSPHERE[®] 360[°] Exercise
- Enlightened Corporate Governance[®] (ECG)*
- Individual Risk Profile[®] (IRP)
- XPL for Directors
- XPL for Directors 360[°] Exercise

Additional Features

- BoardPortal PLUS[®] Board Chamber
- BoardPortal PLUS[®] Concierge
- BoardPortal PLUS[®] XPress

CEO Initiated Individual Exercises

- CEO Operating Performance Evaluation[®] (OPE)
- CEO Leadership Performance Evaluation[®] (LPE)
- CEO directorSPHERE[®] 360[°] Exercise

Board Initiated Exercises

- IDP Peer-to-Peer
- Board ECG*
- Board CEO OPE[®]
- Committee Exercises
- Board Risk Profile[®] (BRP)

* (C/F) Current/Future: Exercises can be completed in the current or future state.

XCEO offers Advanced Consulting programs for boards that would like more comprehensive and in-depth consultative services. Advanced Consulting includes all of the exercises provided in Standard Consulting, plus the additional exercises listed below. Silver, Gold, and Gold Plus program options are designed to offer flexibility to our clients.

Advanced Consulting Packages*	Silver	Gold	Gold Plus
Number of Directors	5 - 7	8 - 11	12 - 18
Program Length	1 year	1 year	1 Year
Advanced Consulting	unlimited	unlimited	unlimited
Price	\$14,850	\$21,600	\$28,350

* Total cost includes all contents of the standard package for Silver, Gold, or Gold Plus.

Board Initiated Exercises

Internal Auditor Evaluation

External Auditor Evaluation

CEO Evaluation by Management

Board Evaluation by Management



Leadership Team

Curtis J. Crawford, Ph.D.

President & CEO

Dr. Crawford is Founder and CEO of XCEO, Inc. He is the author of *Corporate Rise: The X Principles of Extreme Personal Leadership, Compliance & Conviction: The Evolution of Enlightened Corporate Governance* and his latest title, *Manager's Guide to Mentoring*.

Dr. Crawford currently serves on the Board of The Chemours Company, Xylem Corp, and ON Semiconductor. Also, he is a Trustee of DePaul University. He previously served on the Board of Directors of ITT Corp, Agilysys, Lyondell Petrochemical and The Sisters of Mercy Health Corporation.

He has served as Chairman of the Board of ON Semiconductor; Chairman, President and CEO of Zilog; President, CEO and Director of Onix Microsystems, and Chairman of the Board of ISTAT. Dr. Crawford also serves as a special advisor to several start-up companies.

He began his career as a systems engineer at IBM. During 15 years, he held a variety of executive positions including Vice President of Marketing. During a ten-year tenure, Dr. Crawford was Group President of the Microelectronics Group and President of the Intellectual Property division of AT&T and Lucent Technologies.

Dr. Crawford earned his BA in Business Administration and Computer Sciences and a MA degree from Governors State University. He earned his MBA from the Charles H. Kellstadt Graduate School of Business at DePaul University, and a Doctor of Philosophy degree in Organization and Management from Capella University. In addition, Dr. Crawford has been awarded two honorary doctorate degrees one from Governors State University, and the other from DePaul University.

In 2011, Dr. Crawford was awarded the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for having made a meaningful impact in the boardroom.

Michelle Ronco, MBA

Chief Marketing Officer

Ms. Ronco is the Chief Marketing Officer at XCEO, Inc. In this role she oversees all marketing, public relations and advertising in addition to working with the sales team to support its efforts by providing innovative and exciting campaigns, material and program content for all individual director and board clients. Specifically, Ms. Ronco is responsible for the continuing development, oversight and execution of XCEO's board succession, board effectiveness, director support services and BoardPortal PLUS™ offerings. Finally, Ms. Ronco is a principal in serving clients by delivering world-class consultative services, products and training.

Since 2003, she has participated in many facets of the XCEO organization including idea creation, research, sales and marketing. Michelle is frequently sought out regarding board portals by leading governance advocates and groups, as well as influential board governance publications such as Board Secretary.

Previously, Ms. Ronco was the Program Director of Corporate Governance & Board Leadership Development, leading the development and release of XCEO's online Extreme Personal Leadership Tools. Ms. Ronco also designed and created XCEO's Enlightened Corporate Governance Board & Director Evaluation Program intended for use in corporate boardrooms around the globe. Ms. Ronco is a member of XCEO's executive team in addition to being the principal publisher of the books *Corporate Rise* and *Compliance & Conviction*.

Prior to joining the XCEO team, Ms. Ronco worked for Morgan Stanley as a Financial Advisor and was Assistant Web Master for Santa Clara University's Leavey School of Business website.

Michelle earned her MBA with an emphasis on Finance and International Business from Santa Clara University in Santa Clara, California. She also holds a Bachelor of Science in Commerce (BSC) in Economics and Operations and Management Information Systems from Santa Clara University. She previously served on the board of directors of the Mexican American Community Services Agency (MACSA).

Mary Pat Kelsey, BBA

Regional Director, Board Governance and Personal Leadership

Mary Pat Kelsey serves as Regional Director, Board Governance and Personal Leadership for XCEO, Inc. Prior to joining XCEO, Ms. Kelsey served in sales, management and marketing positions for leading companies in the Chicago land area. She has worked in various industries, including insurance, professional development and recruitment. In her previous positions, Ms. Kelsey was instrumental in creating marketing strategies and training programs for insurance agents throughout Illinois and the Midwest. She conducted research on insurance products and developed product information programs used for educating consumers. Ms. Kelsey also led a team that administered employee benefits for top companies throughout the Midwest. As Business Development Manager for a leading professional development and recruitment firm, Ms. Kelsey developed and implemented all sales and marketing plans throughout the states of Illinois and Texas. Ms. Kelsey has worked with upper level executives of Fortune 500 companies in both benefit planning and recruitment for key executives.

Ms. Kelsey earned her BBA with a specialization in Marketing from Loyola University of Chicago.

Michael A. Dobmeier

Chief Technology Officer

As Chief Technology Officer at XCEO Michael Dobmeier oversees global software development, quality assurance, security, infrastructure and product management. Michael has worked in the technology field for the past three decades with a focus on system architecture, enterprise applications, process development, data management, client relations and program management.

Prior to joining XCEO Michael held management positions at Philips Semiconductor, LSI Inc., VLSI and CashEdge. In the 1980's he also served in the United States Marine Corps as an Asset Management Manager. During this enlistment he managed the Marine assets for the Marine Corps Security Force Battalion, 5 USMC Companies and 13 US Naval ships which included several air craft carriers.

Neemesh Shah, BA

Governance Research and Data Analyst

As Governance Research and Data Analyst, Neemesh Shah's role is to manage and analyze XCEO's unique data so it can be strategically and creatively implemented with XCEO products and services to best serve clients. Mr. Shah contributes to the XCEO Newsletter, XCEO INK, as well as mines and generates proprietary data for XCEO clients, associates and the sales and marketing teams. In addition to these critical functions, he assists Dr. Curtis J. Crawford with research for his forthcoming board governance book.

Prior to joining XCEO, Mr. Shah completed his Bachelor of Arts degree in Business Studies from California State University, Hayward in 2006. While completing his degree, Mr. Shah attained first-class customer relations skills providing support to premium and luxury season ticket holders for the Golden State Warriors. Mr. Shah also previously

executed Quality Assurance testing while working for the SanDisk Corporation as a team member of the Audio and Video Group.

Mr. Shah is versatile, creative, and energetic with over 10 years of experience serving diverse roles in customer service and technology.

Raelene De Santiago

Administrative Assistant - Customer Support

As the Administrative Assistant, Customer Support at XCEO, Ms. De Santiago performs administrative duties to support the XCEO Sales & Marketing teams. She also manages the office, facilitates scheduling and coordination and acts as a liaison between the XCEO team, clients and associates. In addition, Ms. De Santiago is Dr. Crawford's assistant, supporting his board work, scheduling and communication.

Prior to joining XCEO, Ms. De Santiago worked for more than 23 years for companies in the home building, real estate development and education industries. Her previous positions involved various administrative and support duties. Ms. De Santiago has a strong desire to excel and make a positive impact on every individual she encounters.